

224-201076

AMENDMENT
TO
FEDERAL MARITIME COMMISSION
AGREEMENT NO.: T-3856

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AGREEMENT OF THE JOINT PORTS & TERMINALS ASSOCIATION
A DISCUSSION AGREEMENT BETWEEN
GULF SEAPORTS MARINE TERMINAL CONFERENCE
AND
SOUTH ATLANTIC MARINE TERMINAL CONFERENCE
AND
ELIZABETH RIVER TERMINALS
AND
LAMBERT POINT DOCKS
AND
VIRGINIA PORT AUTHORITY
AND
VIRGINIA INTERNATIONAL TERMINALS
AND
HAMPTON ROADS SHIPPING

THIS AMENDMENT AGREEMENT is made and entered into as of this 1st day of February, 1999, between ports of the GULF SEAPORTS MARINE TERMINAL CONFERENCE (GSMTC), and SOUTH ATLANTIC MARINE TERMINAL CONFERENCE (SAMTC), and terminals of the ELIZABETH RIVER TERMINALS, LAMBERT POINT DOCKS, VIRGINIA PORT AUTHORITY, VIRGINIA INTERNATIONAL TERMINALS, and HAMPTON ROADS SHIPPING.

WHEREAS, members of GSMTC, SAMTC, and TERMINALS desire to meet, confer, discuss, exchange information, and make recommendations from time to time on practices, legislation, port administration and operations, and other matters of concern to the marine terminal industry (other than rates and charges);

NOW THEREFORE, it is agreed as follows:

Article I
Name & Purpose

- 1.01 Name. The parties hereto hereby associate themselves in an association to be known as the "Joint Ports & Terminals Association", hereinafter referred to as the "Association".



- 1.02 **Purpose.** The parties hereto, acting through and by their respective Organizations and/or terminals, may from time to time, meet, confer, discuss, exchange information and make recommendations with respect to practices (other than rates and charges), legislation, port administration and operations, and on other matters of concern to the port and marine terminal industry. Provided however, this Agreement shall not confer rate-making authority upon the parties hereto and such parties shall not engage in any rate-making activities; and provided further that recommendations be made pursuant to the Agreement shall not be binding upon the parties hereto.

Article II Membership

- 2.01 Association membership shall consist of each of the two following marine terminal conferences: Gulf Seaports Marine Terminal Conference (GSMTC), FMC Agreement No. 2002; and South Atlantic Marine Terminal Conference (SAMTC), FMC Agreement No. 8455; and the following terminal operators, Virginia Port Authority, Lambert's Point Docks, Elizabeth River Terminals, Virginia International Terminals, and Hampton Roads Shipping. The GSMTC, SAMTC, and TERMINALS OPERATORS are sometimes herein referred to as "Organizations".

Article III Officers

- 3.01 Association officers shall be the Chairman, First Vice-Chairman, Second Vice-Chairman and Secretary/Treasurer. Each of the officers shall come from a different Organization except the Secretary/Treasurer shall come from the same Organization as the Chairman.
- 3.02 Officers shall serve for a term of two (2) years beginning at the close of the Annual Meeting at which that are elected. Officers shall continue in office until their successors are duly elected and assume their respective offices.
- 3.03 Officers shall be nominated by their respective Organizations, and elected by a majority of Association members in attendance or by proxy at the appropriate Annual Meeting. If any office should come vacant prior to the expiration of the term, the Organization where the officer is/was a member will designate a replacement.

- 3.04 The Chairman shall be the chief executive officer of the Association and shall have general supervision over the other offices and of the affairs of the Association. He shall preside at all meetings of the Association. Whenever the Chairman is not available, the First Vice-Chairman, or in his absence the Second Vice-Chairman, shall preform the duties of the Chairman. The Chairman shall appoint all committee chairs and shall be a member *ex officio* of all committees.
- 3.05 The Secretary/Treasurer shall prepare and preserve timely and accurate records and minutes of Association meetings, and, after review and approval by the Chairman, shall file such minutes and records with the Federal Maritime Commission (FMC) and simultaneously submit copies to Association members.

Article IV Meetings

- 4.01 The Association shall meet not less than one (1) time per year, and such meeting shall be designated as the Annual Meeting. The Annual Meeting shall be scheduled by the Chairman and shall be held at a time and place fixe by the membership; provided however the Annual Meeting shall be held during the first calendar quarter of the year.
- 4.02 The Secretary/Treasurer shall give each member thirty (30) days prior notice of the Annual Meeting and such written notice shall include an agenda of items for consideration or discussion.
- 4.03 Special Meetings of the Association may be called by the Chairman on his own initiative or at the request of any party hereto, or as otherwise agreed to by Association members. The purpose of any such meeting shall be set forth in a notice which shall be mailed or transmitted by facsimile or e-mail by the secretary to the members at least ten (10) days prior to the meeting date.
- 4.04 To the extent practicable, meeting notices shall include documentation in support of agenda items. Such documentation may include, but is not limited to, newspaper and magazine articles, and public notices of a legal, legislative, or regulatory nature; provided such documentation must be submitted to the secretary in sufficient time and in such form as to facilitate inclusion with the meeting notice.

**Article V
Finances**

- 5.01 The Association is a non-profit organization. Special assessments for expenses, other than direct meeting expenses, shall be approved in advance by the parties hereto.
- 5.02 Each Organization shall bear the expense of its own representatives attending meetings under the provisions of this Agreement. Other expenses incidental to the holding of such meetings shall be apportioned equally among each member Organization, it being mutually understood and agreed that expenses other those described herein can be increased with the separate agreement of each Organization.
- 5.03 Meeting expenses will be determined by the Secretary/Treasurer. Meeting expenses will be prorated and billed to Association members attending the meeting; members' payments shall be made to the Secretary/Treasurer who will reimburse the Chairman.
- 5.04 The Secretary/Treasurer will handle all billings and collections for the Association and will be responsible for reporting all financials of the Association.

**Article VI
Committees**

- 6.01 The Association Chairman shall appoint chairs. The Association Chairman shall be a member *ex officio* of each committee, and the Association Secretary may attend committee meetings *ex officio*.
- 6.02 The Association shall have no standing committees, and all committees shall be appointed and operate on an *ad hoc* basis. The Association Chairman and Committee Chairman shall have a clear understanding of the objectives and responsibilities of each committee, and such understanding must likewise exist between Committee Chairman and members of their respective committees.
- 6.03 Committee Chairman may select members of their respective committees; provided however that where practicable, said committee members shall be respective of the Organizations parties hereto.

- 6.04** Committee Chairman or their designated representative, shall report as necessary at Association meetings. To the extent practicable, Committee Chairman shall furnish documentation as provided in paragraph 3.04 herein above.

Article VII Procedures for Voting

- 7.01** Issues brought to a vote shall be determined by a simple majority of eligible members. Each member of the Organization shall be entitled to one (1) vote. Tie votes shall be broken by a vote of the Chairman or, in his absence, by the Association officer presiding.
- 7.02** An eligible member may cast a vote by written proxy in care of another eligible member; provided however, the eligible member holding the proxy shall advise the chair of such proxy, and same shall be recorded on the official record of the meeting.

Article VIII Amendments

- 8.01** This agreement may be amended at any meeting of the Association membership. Any proposal to amend this Agreement shall be submitted in writing to the membership not less than fourteen (14) days in advance of the meeting at which it is to be considered. A two-thirds (2/3) majority vote of all the parties hereto shall be required for adoption of any amendment.
- 8.02** No amendments of this Agreement shall become effective until filed and effective with the Federal Maritime Commission in accordance with the Shipping Act, 1916, as amended, and Section 5 of the Shipping Act of 1984.

Article IX Effective Date

- 9.01** This Agreement shall become effective upon filing and approval with the Federal Maritime Commission in accordance with Section 5 of the Shipping Act of 1984.

Article X
Miscellaneous

10.01 Any reference herein to a person of one gender shall be construed to refer to persons of either gender.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed, in multiple copies by their respective duly authorized officers, as of the day, month and year hereinabove first written.

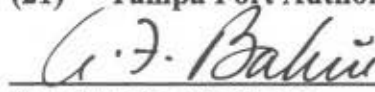
There follows on separate pages, duly executed and acknowledged signatures of authorized officials of each member party hereto.

IN WITNESS WHEREOF, this agreement is executed in quintuplicate originals by authority of, and on behalf of, the following members of the aforesaid Conferences, by and through their respective chairmen, herein duly authorized:

I GULF SEAPORTS MARINE TERMINAL CONFERENCE

- (1) Alabama State Docks/ Port of Mobile
- (2) Port of Greater Baton Rouge
- (3) Port of Beaumont
- (4) Brownsville Navigation District
- (5) Port of Corpus Christi
- (6) Port of Freeport
- (7) Port of Galveston
- (8) Port of Harlingen
- (9) Port of Houston Authority
- (10) Port Isabel
- (11) Lake Charles Harbor
- (12) Manatee County & Terminal District
- (13) Mississippi State Port Authority
- (14) Orange County Navigation & Port District
- (15) Port of New Orleans
- (16) Panama City Port Authority
- (17) Port of Pensacola
- (18) Port of Port Arthur Navigation District
- (19) Port of South Louisiana
- (20) St. Bernard Ports, Harbor & Terminal District
- (21) Tampa Port Authority

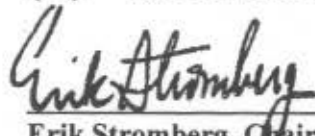
By:


Fred Babin, Chairman

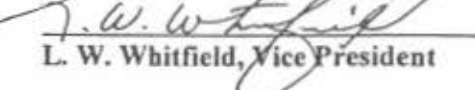
II SOUTH ATLANTIC MARINE TERMINAL CONFERENCE

- (1) Almont Shipping Company, Inc.
- (2) Canaveral Port Authority
- (3) Port Everglades
- (4) Georgia Port Authority
- (5) Jacksonville Port Authority
- (6) Marine Port Terminals, Inc.
- (7) Port of Miami
- (8) Mid-Florida Freezers Warehouse
- (9) North Carolina State Port Authority
- (10) South Carolina State Port Authority
- (11) Port of Palm Beach


By:


Erik Stromberg, Chairman

(1) Elizabeth River Terminals, Inc.

By: 
L. W. Whitfield, Vice President

(2) Hampton Roads Shipping Association

By: 
Roger Giesinger, President

(3) Virginia International Terminals

By: 
Joe Dorto, Chief Executive Officer

(4) Lambert's Point Docks, Inc.

By: 
R. L. Taylor, President

(5) Virginia Port Authority

By: 
J. Robert Bray, Executive Director